By Registered Post

F. No. L-11015/12/2003-L&M
Government of India
Ministry of Agriculture
(Department of Agriculture & Cooperation)

OFFICE OF CENTRAL REGISTRAR OF COOPERATIVE SOCIETIES

Krishi Bhawan, New Delhi

CERTIFICATE OF REGISTRATION

In pursuance of the provisions of the Multi-State Cooperative Societies Act, 2002, a Society by the name Bharath Agro Processing and Marketing Cooperative Ltd., Ernakulam, Kerala with the registered office at Sahayadri, Illipparampil Lane, Ashoka Road, Eranakulam, Pin-682026, Kerala State has been registered as Multi-State Cooperative Society under Section 7 of the Multi-State Cooperative Societies Act, 2002 (39 of 2002). The registration number of the Society is MSCS/CR/165/2003. The area of operation of the Society will be confined to the States of Kerala, Tamil Nadu and Pondicherry.

The bye-law filed by the Society have also been registered.

Given under my hand and seal this 1ST day of September 2003.

Central Registrar of Cooperative Societies
New Delhi

(Anjali Prasad)
Joint Secretary to the Government of India
&
Central Registrar of Cooperative Societies

To

The Chief Promoter,
Bharath Agro Processing & Marketing Cooperative Ltd.,
Sahyadri, Illipparampil Lane, Ashoka Road,
Ernakulam-622026
Kerala .

BYE LAWS OF THE PROPOSED BHARATH AGRO PROCESSING AND MARKETING CO-OPERATIVE LTD

1.NAME

The Name of the co-operative Society shall be Bharath Agro Processing and Marketing Co-operative Ltd, Herein after called '**BAMCO'.**

2.REGISTERED OFFICE.

The registered office of the society shall be at Ernakulam in Kerala State.

Address of the Registered office

Sahyadri, Illipparampil Lane, Ashoka Road, Eranakulam, Pin: 682026, Kerala State, INDIA.

3.AREA OF OPERATION

The area of operation of the Society shall be in the states of Kerala, Tamilnadu and Pondichery .

4.DEFINITIONS: -

The words/expressions appearing in these bye-laws shall have the following meaning unless otherwise provided:

i) 'Act' means the Multi–State Co-operative Societies Act.2002, Rules means the rules framed under the Multi-State Co-operative Societies Act 2002.

ii). Society/Co-operative means a Multi-state Co-op Society registered under the MSCS ACT 2002.

iii). 'Area of operation' "means the area from which the persons are admitted as members.

iv). General Body means a body constituted under the first provision to sub section (1) of Sec 38 of the Act.

v). General body meeting means a meeting of the general body of the multi-state co-operative society and includes special general meeting.

vi). Central registrar means Central Registrar of co-op societies, New Delhi, appointed under sub section (1) of sec 4 of the Act.

vii). Board means Board of Directors of BAMCO constituted in terms of these bye-laws

viii). Managing Director means the Chief Executive of the multi-state society appointed under Sec 51 of the Act.

ix) Bye-laws'' means the bye laws for the time being in force which have been duly registered or deemed to have been registered under this Act and includes amendments there to which have been duly registered or deemed to have been registered under this Act.

For Bharath Agro Processing And Marketing Co-operative Ltd.

Chief Promoter

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x). Member means a person joining in the application for the registration of a Multi-state co-operative Society and includes a person admitted to membership after such registration in accordance with the provisions of this Act, the Rules and the bye-laws;

5.MAIN OBJECTIVES

i). The main objective of the BAMCO is to establish, promote, maintain and manage the business relating to Process, Manufacture, Purchase, Sale, Finance and Export of all kinds of agricultural commodities, and its by-products produced by the farmers.

ii). Promotion of farming activities among the farmers by providing scientifically developed seeds, plants, organic manures, technical know-how, Agricultural marketing infrastructure.

iii). Act as an Institutional Broker, Agent, and Surveyor for any Insurance Company for insuring crops, property, health and lives of the farmers.

iv). Acting as a Central/ State Governmental agency for the procurement of crops, Participating or implementing any new scheme introduced by the govt.to stabilizes the price of agricultural commodities.

v). Promotion of Eco and Farm Tourism.

vi) To promote Poultry, Horticulture, Coir, Aquaculture, Wormy Culture and Bee-keeping.

vii) To take the land on lease for cultivation of herbal, decorative plants, vegetables and high yielding agriculture Crops like vanilla, pepper etc.

viii) Operating chain stores for the distribution of essential consumer goods, Products at a cheaper price to the farmers after avoiding intermediaries.

ix). Implementation and promotion of units based on Non Conventional energy, Biotechnology, Rain fed farming, precission farming in the rural and village areas.

6.*IN FURTHERANCE OF ABOVE OBJECTIVES BAMCO MAY UNDERTAKE ONE OR MORE OF THE FOLLOWING ACTIVITIES*

i) To enter in to technical or financial collaboration with any domestic or foreign establishments.

ii) To promote and undertake the formation of any institution, subsidiary society under any constitution for the purpose, which may seem directly or indirectly to the benefit of the co-operative.

iii) To acquire the necessary property or properties whether movable or immovable by purchase, acquisition or by any other method permitted by law and to provide, construct or reconstruct, establish, equip or maintain buildings, factories, workshops, vehicles, machinery, warehouses, offices and other installations for the purpose of carrying on the business of the Co- operative.

iv). To obtain orders, contracts, privileges, concessions or other rights from the authorities of any country, state or dominion for enabling the co-operative to obtain all powers and

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authorities necessary or expedient to carry out or extent any of the objects of the co-operative.

v) To establish, provide, maintain, conduct or otherwise help agricultural and product research laboratories, and to setup manage and maintain training institutions.

vi) To undertake and Carry on scientific, Marketing and technical researches, experiments and tests of all kinds and to organise, maintain information and data bank to disseminate information to the members, farmers, associate organisations and business circle and to acquire, patents, trade marks, copy rights.

vii) To promote studies, researches both scientific and technical investigations. Inventions by providing, subsidizing, endowing, remunerating laboratories, workshops, librararies, lectures, meetings and concerned people generally to encourage, promote, reward, experiments, tests, and inventions of any kind, that may be considered likely to assist the business of the co-operative.

viii) To acquire or take over any business concerns having similar objects or partially similar as that of this co-operative.

ix) To take or otherwise acquire and hold shares in any other co-operatives having their objects, altogether or in part, similar to this co-operative and to underwrite solely or jointly with another or others, shares in any such company or co-operatives subject to the Laws prevailing in the country.

x) To let out or hire any of the properties of the co-operative, whether movable or immovable.

xi) To acquire and undertake the whole or any part of the business, properties and liabilities of any person, firm or company or corporation or co-operatives or other organization carrying on any business, which the co-operative is authorized to carry on, or possessed of properties suitable for the purpose of the co-operative.

xii) To pay for any properties, rights or privileges acquired or proposed to the acquired by the co-operative either in shares of the co-operative or partly in shares and partly in cash or in any other manner and in accordance with the law.

xiii). To purchase or by any other means acquire and protect, prolong and renew, any patents, trade marks, copy rights, licenses, protections, privileges and concessions which may appear likely to be advantages or useful to the Society, and to use the same and manufacture under or grant licenses or privileges in respect of it and to spend money experimenting upon and testing and improving or seeking to.

xiv) To guarantee any person, or authority, or business organization the payment of money or become sureties for the performance of any contracts or obligations for the business of BAMCO.

xv). To provide for the welfare of the employees of BAMCO.

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xvi) To make, draw, accept, endorse, sign, execute and issue cheque, promissory notes, and bills of exchanges, bills of lading, letter of credit negotiable or transferable instruments and documents.

xvii). To invest and deal with the moneys of BAMCO not immediately required in any securities, shares, investments and Properties movable or immovable in such manner as may from time to time be determined by the society and to sell transfer or create charge or deal in with the same for the business of this society.

xviii) To borrow or raise, lend money or otherwise in such manner as the co- operative may think fit, and in particular by the issue of debenture of all kinds and give security of any type for such money borrowed raised or received by mortgage, pledge or charge of the whole or any part of the properties, assets or revenues of BAMCO, present or future.

xix) To remunerate any person firm, Company or organization for any services rendered or proposed to be rendered in connection with the business activities of BAMCO or the formation of the same or make donations or pay subscriptions to anyone, as the society may deem fit.

xx) To conduct or participate in exhibitions and, trade fairs, anywhere in India or abroad for the popularization of the products and services of the Society and to advertise and pay for the same or for the activities in any manner deemed fit by BAMCO.

xxi) To carry on the business of or to act as Sole Selling Agents, Marketers, Distributors, Contractors, Liaison Agents, brokers.

xxii) To import and Export of all forms of natural rubber, Coffee, Coconut, arecknut, Coco, Rice, Coir, Cashew, all kind of Spices and Products, medicinal plants and products and any type of machinery, tools, apparatus, utensils, fertilizers, chemicals, devices, structures etc.

xxiii) To further the cultivation of all the agricultural produces dealt by BAMCO and ensuring a consistent growth and better remunerative price to small-scale growers.

xxiv) To revive and to promote the 'SSI' units' in the rural areas by providing technical, financial and marketing assistance.

xxv). To create new employment opportunities in the village areas by setting up small-scale industries.

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xxvi) To advance loan for its members and other co-operative institution on the security of goods or otherwise and to support the existing societies to achieve their desired objective by mutual business agreement and relation ship.

xxvii) To promote and develop new self-financing societies as per the revised Govt. policy and to give proper guidance and information to the farmers by setting up own media like magazine/bulletin.

6). SHARE CAPITAL

I) The Authorized Share Capital of BAMCO is 75,000,0000(Seventy Five Crores) consisting of -

i) 5000 A class shares of Rs.100000 each -50,000,0000

ii) 24,00000 B class shares of Rs.100 each -24,000,0000

iii) 1000 Nominal shares of Rs.10000 each- 1,000,0000

7) SERVICE TO THE MEMBERS

The following services can be avail by the members from BAMCO

i) Marketing and exports of agricultural commodities

ii) A fair price to the farmers for the agricultural produces

iii) A fair return for their investment in shares

iv) Agricultural training /education

v) Sharing of the agricultural Equipment's, at a subsidized rate

vi) Employment opportunity

vii) Stability in the price

8.LIABILITY OF MEMBERS

The liability of the members of the society for meeting any deficit in assets, in the event of winding up, shall be limited to the extent of the value of the shares unpaid of their subscribed shares.

9.FINANCIAL YEAR

The financial year of BAMCO begins from I April and ends on 31st march of the year.

10.MEMBERS

i) A class shares are open to Central Government, State Governments, Rubber Board, Spices Board, Coffee Board, Coir Board, Coconut Board, Khadhi Board, State Trading Corporation, Nabard, NCDC and other statutory organizations or organizations with any of the objective of BAMCO.

ii) B class shares are open to individual's farmers associated with the cultivation of any of the agricultural commodities or any of the objectives of BAMCO. No individual member can acquire or hold shares more than 500 worth Rupees Fifty thousand.

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iii) Nominal shares are open to dealers, traders and such other persons who are not covered by the above clauses with which BAMCO may establish business relationship. These members are considered as Nominal Members who have neither any voting right nor any participation in the management.

iv) Rights and duties of the members will be as per the multi state co-operative society's act and rules.

11) ADMISSION FEE

i) Application for admission shall be made in the prescribed form and shall be disposed off by the Board within a period of 4 months. Every B class shareholder shall pay an admission fee of Rs.10, which shall not be refundable in any case.

ii). A Nominal member has to contribute a non-refundable admission fee of RS. 100.

iii). No admission fee shall be payable by A class members and also by nominee or heirs of deceased members for shares claimed by them either by nomination or by succession.

12) TRANSFER, AND WITHDRAWAL OF MEMBERSHIP

i) With the approval of the board of directors a member shall transfer the shares held by him/her, to another member or to a non-member who is eligible for membership of BAMCO. A fee of Rs.50 shall be payable to the society for each transfer.

ii) No shareholder shall be allowed to withdraw the share before the expiry of 3 years from the date of admission as member. No member shall be permitted to transfer his/her share or to create a charge in respect of the same in favour of another member.

iii) The total shares that could be withdrawn in a year should not exceed 10 % of the aggregate share capital of BAMCO as at the beginning of the year, provided however that the 10% ceiling shall not apply to cases of refund consequent on death or disqualification or expulsion of a member and for the repayment of the shares contributed by the Central or State Government on the due date prescribed for each repayments.

iv) After the expiry of the period specified in sub clause (ii)a member may with draw the share with the consent of the board of directors, provided there are no liabilities outstanding against him of any liability, that will be adjusted at the time of withdrawal of shares.

v) The terms of withdrawal of government shares shall be governed by special agreements entered between BAMCO and the government concerned drawn up at the time of making the subscription.

vi) If a member ceases to be eligible for membership for any reason whatsoever BAMCO shall remove his name from the list of the members and shall refund to him the share capital actually paid up by him with the Dividend, if any declared, deducting there from any money

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due from him to the society. The initial shares subscribed by the institutions coming under the banking regulation Act.1949 will be redeemed in ten years time in equal installments.

12.LIABILITY OF PAST MEMBER AND ESTATE OF DECEASED MEMBERS

i) Past member shall be liable for the debts due of the society as they existed on the date when he ceased to be a member, for a period of two years from such date.

ii) The estate of a deceased member shall be liable for the debts of the society, as they existed on the date of his/her demise for a period of two years from the date of death.

13.NOMINATION

Every member may nominate a person or persons to whom in the event of his death his shares or Interest in BAMCO shall be transferred or the value of the shares and any other money owing to him from BAMCO is paid. A member has the right to revoke such nomination making an application in writing to BAMCO any time. The nomination and the revocation should be registered in the books of BAMCO kept for the purpose. In the event of there being no person nominated by the deceased member qualified in accordance with the bye-laws for membership, the shares and other amount due to the member shall be refunded to the legal heirs or the representative of the deceased, after deducting any money due to the society.

14.EXPULSION OF MEMBERS

If a member deceives the society in any way or the acts of the member are detrimental to the proper working of the society, the general body may by resolution passed by a majority of not less than two thirds of the members present and voting at the meeting held for the purpose shall expel such a member after giving opportunities for making representation in the Matter. Such a member expelled shall not be eligible for re-admission as a member of the society for a period of one year from the date of such expulsion. The expelled member shall be paid all monies due to him from the society after the deductions due from him to the society and he shall be liable for the debts due by the society as they stood on the date of cessation of membership for a period of two years from such date.

15.WORKING CAPITAL AND FUNDS

BAMCO can raise funds from the following sources

i) Share subscription

ii) Entrance fee

iii) Loans and other borrowings

iv) Central or state government aid, loans, subsidies and advances.

v) Miscellaneous receipts.

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16.APPLICATION OF FUNDS

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The funds organized by BAMCO as per bye-law No.15 may be utilized in the following manner: -

i) Trading purposes

ii) Agricultural marketing infrastructure development

iii) Establishment of processing centers, factories for product development

iv) Agriculture development and to accomplish the social objectives.

v) Promotion of Organic Farming and Biotechnology.

vi) Other activities of BAMCO that do not contravene to the MSCS ACT & RULES.

17.BORROWING POWER

The borrowing limit of BAMCO shall not exceed 10 times of the paid up share capital plus the reserve minus accumulated losses of BAMCO.

18) CONSTITUTION OF GENERALBODY.

The ultimate authority of BAMCO shall vest in the General Body of the members. The General Body shall consist of the representatives belonging to A class and 'B' Class members.

19) POWERS AND FUNCTIONS OF THE GENERAL BODY

The following among other matters, shall be dealt with by the General Body

i) Approval of the annual budget

ii) Consideration of the audit report, annual report.

iii) Consideration of the audit compliance report.

iv). Disposal of Net Profit,

v) Amendment to Bye-laws if any.

vi) Expulsion of members.

vii) Election of members of the board if any.

viii) Review of annual report and accounts of subsidiary institution, if any

ix) Approval of the long-term perspective plan and the annual operational plan.

x) Creation of specific reserves and other funds etc.

xi). Appointment of the auditors under sec.70 of the Act.

xii) Consideration of the audited statement of accounts.

xiii) Formulation of code of conduct for the members of the board and officers.

xiv) List of employees who are relatives of members of the board or the Chief Executive.

xv) Review of actual utilization of reserves and other funds;

xvi) Review of operational deficit if any;

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Directors

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20) CONVENING OFGENERAL BODY MEETING

i) The Board of Directors shall maintain a list of members on the rolls of the co- operative who are qualified to vote at the General Body Meetings of BAMCO and bring such list within 30 days prior to the date of each meeting of the General Body. Such list shall necessarily contain the names of persons entitled to represent institutional and Government shares. Each Institutions or Government is competent to nominate not more than one representative to the General Body.

ii) The Board of Directors shall call the General Body meeting of the society as and when found necessary and at least once in a year as per section 13 of MSCS Act 2002.

iii) The Board of Directors may further call at any time, a Special General Body meeting within one month after the receipt of requisition of 1/5 of the members competent to vote or when directed by the Central registrar.

iv) At least fifteen clear days notice shall ordinarily be given to the members for a meeting of the General Body and seven days for a special meeting

v) The president shall preside over the meeting of the General Body.

vi) In the absence of the president the Vice- president shall preside in the absence of both, the General Body may choose a president from among the members to preside over the meeting.

vii) Every member shall have only one vote.

viii) All questions except those relating to amendment of byelaws shall be decided by a majority of votes of the members present and their voting. When votes are equal the president of the meeting shall have a second or casting vote.

ix) Amendment to bye-laws shall be made only by a resolution passed at least by a two third majority of the members present and voting at the meeting of the General Body convened for the purpose.

x) The quorum for the General Body shall be 1/5of the total number of members.

No quorum shall be necessary in respect of an adjourned meeting.

xi) Notice for a General Body meeting shall be sent to each of the members 15 days in advance either by circulation or under certificate of posting or the notice shall be given in any other manner prescribed under the rules made under the Act for the purpose.

xii) The meeting of the general body shall be conducted at the head quarters of the society.

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xiii) No member shall be admitted and no shares shall be transferred within 30 days prior to the date of general body meeting for conducting elections.

21.BOARD OF DIRECTORS

I) The Administration and Management of BAMCO shall vest with a Board of Directors consisting of 18 members as shown hereunder:

II) Eleven Directors elected by 'B" Class shareholders from among themselves

III) Three nominees from the central government

IV) One nominee each from the respective state governments provided that each state should subscribe a minimum of 100 A class share. (Totally 3 directors)

V) Managing Director. (EX-OFFICIO)

VI) The election of Directors shall be made in accordance with the procedure prescribed in the sec 45 of the Act and rules framed there under. After the general body elects the members of the board the directors, they shall elect from among themselves a President and a Vice President.

VII) No member of a board shall be eligible to be elected as president after he has held the office as such during 2 consecutive terms, whether full or part. The term of office of the Directors shall be five years from the date of their election. Casual vacancies arising in the Board may be filled up as provided in the multi state cooperative societies Act.

VIII) No person shall be eligible to be elected or appointed as a member of the Board of Directors of BAMCO if he is not a member of the general body or he is disqualified under the Act and Rules made there under.

IX) Any elected Director may at any time be able to resign from the society by sending a resignation Letter to the president of BAMCO. Such resignation will be valid with effect from the date of acceptance by the Board of the Society.

X) The services of the directors shall be gratuitous. However they may be paid sitting fees and travelling allowances for all tours made in connection with the operations of the Society.

XI) A member of the Board of Directors shall cease to hold office if he incurs any of the disqualification mentioned in the Act and the Rules.

XII) Filling up of any vacancy of any member from the board of directors, may be as per multi state co-operative acts and rules framed there under.

XIII) The proceedings of the board shall not be invalidated on account of any vacancy in the board remaining unfilled.

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XIV) No member of the board shall be eligible to be elected as the president or vice president if he is a minister in the central or state govt.

22.DISQUALIFICATION FOR MEMBERS OF THE BOARD

No member of the society shall be eligible for being chosen as, or for being a member of the board of the society, if such member-

i) Has been adjudged by a court to be insolvent or of unsound mind;

ii) Is participating in any profits of any contract with the society.

iii) Has been convicted for an offence (also includes the offence under the MSCS Act 2002) involving moral turpitude by any court.

iv) Has been a member of the society for less than twelve months immediately preceding the date of such election or appointment.

V) Has interest in any business of the kind carried on by the society of which he is a member or holds any office or place of profit under the society.

vi) Is a person against whom any amount due under a decree, decision or order is pending under the Act.

vii) Is retained or employed as a legal practitioner on behalf of or against the society or multi-state society which is a member of the society.

viii) Member has disqualification as per section 43(1)(g) and 43(2) of MSCS Act 2002.

ix) Is disqualified for being a member under section 29 or expelled under Sec.30 of the Act.

x) If the member is Absent from three consecutive board meeting and such absence has not been condoned by the board.

xi) Absents himself from three consecutive general body meetings and such absence has not been condoned by the members in the general body.

23.MEETING OF BOARD OF DIRECTORS

The Board of Directors shall meet once in three months or often if necessary to conduct the affairs of the co- operative. The president or in his absence, the Vice- president or a senior member by age shall preside over the meeting. The quorum for the meeting of Board of directors shall be as prescribed in the Act and rules made there under. All the matters-before the Board of Directors shall be decided by a majority of vote. In the event of equality of votes, the president or the Vice- president who is presiding at the meeting shall have a second or casting vote. No member of the Board of Directors shall be present when any matter in which he is personally interested is being discussed. Any decisions of urgent nature are to be taken within a stipulated time and if the meeting of the Board of Directors cannot be held within

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that stipulated period, the proposed Resolution may be got approved by circulation by at least 2/3 members of the Board. However, such Resolutions shall be placed before the next Board Meeting for their information.

24.POWER AND FUNCTIONS OF THE BOARD OF DIRECTORS

The Board may exercise all such powers, as may be necessary or expedient for the purpose of carrying out its functions under the Act and Rules. Among other things except those reserved for the general body, the Board of Directors shall have the following powers.

(i) To raise funds necessary for the purpose of carrying out the functions of the society.

(II) To admit members, allot share and approve the transfer of shares.

(III) To interpret the organizational objectives and set up specific goals to be achieved towards these objectives.

(IV) To make periodical appraisal of operations of the society.

(V) To consider audit and compliance report and place the same before the general body.

vi) To review membership in other co-operatives.

(vii) To acquire or dispose of immovable property.

(viii) To approve the Annual and supplementary budget of BAMCO and recommend the same to the General Body.

(ix) To place the annual report, financial statements, annual plan and budget before the General Body meeting of the members, for approval.

(x) To sanction loans to its members

(xi) To appoint and remove the chief executive and such other employees of the society which are not required to be appointed by the chief executive.

xii) To frame regulations for the orderly conduct of the business of the society which shall be consistent with the Act, Rules and the byelaws of BAMCO.

xiii) To do such other acts and deeds and transacts such business as are in keeping with the objectives and interests as are incidental to the functioning of BAMCO.

xiv) To fix TA, DA rates for directors, employees, subject to the provisions in the budget.

(xv) To fix the requirement, strength, remuneration and service conditions of the employees.

(xvi) To make appointments to all posts and fix the duties and responsibilities of all the employees, including disciplinary actions against such employees

(xvii) To frame Rules regulating the services of all categories of staff employed in BAMCO.

(xviii) To constitute the executive committee or other committees not exceeding three which are necessary.

(xix) To take such other measures or to do such other acts as may be prescribed or required under the Act and Rules 2002.

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25.EXECUTIVE COMMITTEE

The Board of Directors may constitute from among themselves an Executive Committee consisting of 7 members as shown below: -

President, Vice president, Managing Director and Four elected members of the Board. The president or in his absence the Vice- president shall preside over the meeting of the Executive Committee. The Executive Committee shall have the powers delegated to it by the Board of Directors from time to time. The Executive Committee shall meet once in a month or often as and when found necessary and the quorum of the meeting shall be three.

26.MINUTES OF PROCEEDINGS OF THE MEETINGS

The minutes of the proceedings of the meetings of General Body, Board of Directors, Executive committee and other Sub Committees shall be recorded and Maintained in separate books and be kept under the custody of the managing Director/Chief Executive. The minutes of the proceedings of each of the meetings of above bodies except general Body shall be signed by all directors who have attended the respective meetings and in the case of General Body it shall be signed by the president of the meeting and chief executive.

26(a) OFFICERS OF THE SOCIETY

I. PRESIDENT.

The president shall have general control over all the affairs of the society and he/she shall preside over all the meetings. The president shall be paid an honorarium. The Board of Directors with the approval of Central registrar of Co-operative Societies will fix the quantum of which, from time to time.

II.VICE PRESIDENT

The Vice president shall preside over all the meetings of the society whenever the president is absent. He shall also exercise the powers of the president in the absence of the president when such power has been delegated to him in writing.

III.CHIEF EXECUTIVE

The chief executive of the society is designated as Managing Director. The Board of Directors shall appoint the Managing Director. He shall be the full time employee of the society.

27.POWERS AND FUNCTIONS OF CHIEF EXECUTIVE

The Chief Executive shall under the general superintendence; direction and control of the board exercise the powers and discharge the functions specified below, namely: -

a) Day-to-day management of the business of the society;

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ii) Operating the accounts of the society and be responsible for making arrangements for safe custody of cash;

iii) Signing on the documents for and on behalf of the society;

iv) Making arrangements for the proper maintenance of various books and records of the society and for the correct preparation, timely submission of periodical statements and returns in accordance with the provisions of this Act, the rules and the bye-laws;

v) Convening meetings of the general body of the society, the board and executive committee and other committees or sub-Committees constituted under sub-section (1) of sec53 and maintaining proper records of the meetings.

vi) Making appointments to the posts in the society in accordance with the byelaws;

vii) Assisting the board in the formulation of policies, objectives and planning;

viii) Furnishing to the board periodical information necessary for appraising the operations and functions of the society.

ix) Appoint the person to sue or be sued on behalf of the society.

x) Present the draft annual report and financial statements for the approval of the board within thirty days of closure of financial year.

xi) Performing such other duties and exercising such other powers, as may be specified in the Act, Rules and byelaws of the society.

28. DISPOSAL OF NET PROFITS

The annual net profit of BAMCO shall be disposed of in the, following manner.

I) 25 % of the profits shall be carried to the Reserve Fund.

ii) 1% as contribution towards co-operative education fund maintained by NCUI, Newdelhi in the manner as may be prescribed.

iii) 10% to reserve fund for meeting unforeseen losses

iv) Not less than 10% to the price stability fund

v) Dividend may be paid on the shares at a rate not exceeding 20% per annum to the members in proportions to the period during which the share capital was held during the year.

vi) Not exceeding 5% of the net profit may be utilized for payment of donation for any charitable purpose as defined in section 2 of the charitable Endowment Act 1890 (Central Act 6 of 1890).

vii) Not exceeding 10% of the profit may be credited to the building Fund.

viii) Not exceeding 1% for the payment of exgratia amount to the employees

ix) Not exceeding 2% as patronage bonus to its members.

Central Registrar of Cooperative Societies New Delhi

For Proposed
Bharath Agro Processing And
Marketing Co-operative Ltd

Chief Promoter

D. Ramesh

29) Provident Fund

The board of directors of the society may establish a contributory provident fund scheme for all the regular employees, by making a separate bye-law amendment subject to the provisions of the employees provident fund and miscellaneous provision Act 1952.

(30) APPOINTMENT AND REMUNERATION OF AUDITORS

Auditors will be appointed and his remuneration will be fixed as per the provisions of the MSCS ACT and Rules framed there on. In this connection section 70-73 of the MSCS Act will be followed.

(31) POWERS TO INCUR EXPENDITURE

The board of directors shall have power to incur such expenditure as may be necessary for the management of the society with reference to the scale and within the budget allotment sanctioned for each year. Managing Director shall be competent to incur petty contingent expenditure, the quantum of which will be decided by the board.

32) TRAINING PROGRAMME

As explained in the objectives of BAMCO the society intends to give training and education to its member farmers, employees decided by the board or advised by the Central/State Government.

33) RESERVE FUND

The reserve fund shall belong to BAMCO as a whole and is intended to meet unforeseen losses. No member can claim any share in it. It shall be invested in the manner prescribed under the Act and Rules framed there under.

34) PREPARATION AND SUBMISSION OF STATEMENTS:

Every year within the six months of the closure of accounting year, BAMCO shall file the following return in such Form as may be prescribed by the central registrar.

i) Annual report of the activities;

ii) Audited statements of accounts

iii) Plan for surplus disposal as approved by the general body,

iv) List of amendments to the byelaws

v) Declaration regarding date of holding general body meeting and conduct of elections where due;

vi) Balance Sheet as at the end of the year.

vii) Statement showing receipts and disbursements for year.

viii) Income and expenditure account.

Central Registrar of Cooperative Societies New Delhi

For Proposed
Bharath Agro Processing And
Marketing Co-operative Ltd.

Chief Promoter

ix) Any other statements, information required by the Central registrar as per the requirement of MSCS Act and Rules.

35.AMENDMENTS TO BYELAWS

No amendment to or alteration in or cancellation of byelaw or enactment of a new byelaw shall be made except at General Body meetings of the members of the society, and passed by the General Body as prescribed in the Act& Rules. It shall be enforceable only after the Central registrar has registered it. On the proposals of the board of directors, the general body is empowered to amend the bye-laws of the society by a 2/3rd majority of the members present and voting in favour of such resolution.

36.MISCELLANEOUS

If any doubt arise in any provision of the Act, Rules or the bye-law, the Board of Directors shall refer the same to the Central registrar for advice and act according to his advice. Any dispute concerned with the business constitution and management of BAMC0 the procedure as laid down in section 84 of MSCS Act 2002 will be followed to settle the disputes. All matters not specifically provided for in these bye-laws shall be decided according to the provision of MSCS Act 2002 and the Rules framed there under. In respect of matters for which there are no specific provision in the Act and the rules then such matters may be referred to the Central registrar for decision.

This bye-law contains 16 pages and 36 clauses.

For Proposed
Bharath Agro Processing &
Marketing Co-operative Ltd.

Chief Promoter

D. Ramesh
Promoter

Proposed
Bharath Agro Processing & Marketing Co-operative Limited
(Bharath Samrudhi Ltd.)
Sahyadri, Illipparampil Lane, Ashoka Road,
Ernakulam-682026
Kerala State, INDIA

BHARATH AGRO PROCESSING AND MARKETING CO-OPERATIVE Ltd.

BAMCO

CC.44/129, KISSAN BHAVAN, SRM ROAD, COCHIN - 18, KERALA, INDIA

Tel (0484) 3095144 (0484) 5533832 Web www.bamco.org e-mail mail@bamco.org

Text of the bye-laws incorporating the proposed amendment passed in the General Body Meeting held on 25/09/2005.

Amendment to Byelaw 20 (1) (x)
The quorum for the General Body Meeting shall be 1/5th of total number of members or 100 members whichever is less.

President

Managing Director

for BHARATH AGRO PROCESSING AND MARKETING CO-OPERATIVE LTD.

Managing Director President

F. No. -L-11015/12/2003-Reg
Government of India
Ministry of Cooperation
(Office of Central Registrar of Cooperative Societies)

9th Floor, Tower 'E', World Trade Centre,
Nauroji Nagar, Safdarjung Enclave.
New Delhi 110029.

CERTIFICATE OF REGISTRATION OF AMENDMENT

In pursuance of the provisions of the Multi State Cooperative Societies Act, 2002, amendments to following bye-laws of "**Bharati Agro Processing and Marketing Cooperative Limited; Sahyadri, Illipparambil Lane, Ashoka Road, Ernakulam, Pin: 682026, Kerala** are hereby registered under section 11 of the Multi State Cooperative Societies Act, 2002 (39 of 2002): -

i. Bye law nos. **2, 19(vii)** are **approved**.

The new registered address of the society shall be Door No: IX/482,1ST Floor Parthasarathy Building, Palace Road , Aluva, Pin: 683101, Ernakulam, Kerala.

In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall prevail.

Given under my hand and seal this the **20th** day of **June 2025.**

(Rabindra Kumar Agarwal)
Central Registrar of Cooperative Societies

To

The Chief Executive Officer,
Bharati Agro Processing and Marketing Cooperative Limited;
Door No.IX/482, Ist Floor Parthasarathy Building, Palace Road, Aluva,
Pin-683101, Ernakulam, Kerala.

Office Copy

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F.No.-L-11015/12/2003-L&M

Government of India
Ministry of Cooperation
Office of Central Registrar of Cooperative Societies

9th Floor, Tower – E, World Trade Centre,
Nauroji Nagar, New Delhi - 110029
Dated: -25th June,2025.

To

The Chief Executive Officer,
Bharati Agro Processing and Marketing Cooperative Limited; Sahyadri,
Illipparambil Lane, Ashoka Road, Ernakulam, Pin: 682026, Kerala.

Subject: Registration of amendment to the bye-laws of "Bharati Agro Processing and Marketing Cooperative Limited."-reg.

Sir,

Please refer to your online application no. Amend **986,** dated **07.04.2025**, submitted for amendment to the bye-laws of the above society, regarding which it is informed that the proposed amendment to the following bye laws of "**Bharati Agro Processing and Marketing Cooperative Limited; Door No: IX/482,1ST Floor Parthasarathy Building, Palace Road , Aluva, Pin: 683101, Ernakulam, Kerala**" are hereby registered under section 11 of the Multi State Cooperative Societies Act, 2002 (39 of 2002) and certificate of registration of amendment is enclosed:

i. Bye law nos. **2, 19(vii)** are **approved.**

2. The following is also informed that:

   i. **Bye-law No. 21(ii) &(iii)** has not been considered at this stage as the proposed amendment and reason for amendment is not clear.

This is issued with the approval of Central Registrar of Cooperative Societies.

(Monika Khanna)
Joint Registrar

कार्यालय पोर्टल (www.crcs.gov.in) के माध्यम से प्राप्त आपके प्रत्येक पत्राचार का हम स्वागत करते है

BHARATH AGRO PROCESSING AND MARKETING CO-OPERATIVE LTD.

Office: Sahakar Bhavan, 2nd Floor, Lakshmibai Tower, T.D. Road North End, Ernakulam-682035
+91 484 2962519 Email: bamcoho@gmail.com Website: www.bamcoltd.org

Proposed Bye-Law Amendments of BAMCO LTD.

MAIN CLAUSE	Bye-law Sub-Clause	EXISTING BYE-LAW		PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
(i)	(ii)	(iii)	(iv)	(v)	(vi)
2		**REGISTERED OFFICE:** The Registered Office of the society is at Ernakulam in Kerala State. Address of the Registered Office Sahyadri, Illipparambil Lane, Ashoka Road, Ernakulam, Pin: 682026, Kerala State, India	2	**REGISTERED OFFICE:** The Registered Office of the society shall be at Aluva Ernakulam in Kerala State. Address of the New Registered Office Door No:IX/482,1ST Floor Parthasarathy Building,Palace Road ,Aluva, pin: 683101, Ernakulam, Kerala State,India Email:bamcoho@gmail.com	Changes are required since office is shifted to a new premises
19	vii	**POWERS AND FUNCTIONS OF THE GENERAL BODY** Election of members of the board if any		Election of the Board shall be in accordance with the provisions of Section 45 of the Multi-State Cooperative Societies (Amendment) Act,2023 under the supervision of newly constituted Election Authority by the Ministry of Co-Operation Govt. of India	Election process to get unified under the new provision as per newly amendment MSCS Act 2023
21		**BOARD OF DIRECTORS**	21	**BOARD OF DIRECTORS**	
	ii)	Eleven Directors (11) elected by B Class shareholders from among themselves	ii)	Fifteen Directors (15) elected by "B Class" shareholders from among themselves, out of which TWO post reserved for Women representation and ONE for SC/ST Category representation.	To give more representation to "B" class members from all our Area of Operations
	iii)	Three (3) nominees from the central government;	iii)	Since there is no approval for issuing Shares to Central Govt. Agencies, this sub-Clause may please be treated as Cancelled.	
		Balance all the sub-clauses are the same under the main Clause No.21.		Balance all the sub-clauses are the same under the main Clause No.21.	

Central Registrar of Co-op. ☆ New Delhi ☆ Societies

NOT TO BE DELETED

(PRESIDENT) (MANAGING DIRECTOR)